

VECTREN CORP  
Form 8-K  
February 09, 2015

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 1, 2014

VECTREN CORPORATION  
(Exact name of registrant as specified in its charter)

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| Commission<br>File No. | Registrant, State of Incorporation, Address,<br>and Telephone Number                                                             | I.R.S Employer<br>Identification No. |
|------------------------|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 1-15467                | Vectren Corporation<br>(An Indiana Corporation)<br>One Vectren Square,<br>Evansville, Indiana 47708<br>(812) 491-4000            | 35-2086905                           |
| 1-16739                | Vectren Utility Holdings, Inc.<br>(An Indiana Corporation)<br>One Vectren Square,<br>Evansville, Indiana 47708<br>(812) 491-4000 | 35-2104850                           |

Former name or address, if changed since last report:  
N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 8.01. Other Events.

Effective October 1, 2014, Vectren Corporation's Compensation and Benefits Committee approved a certain non-material amendment to the Company's At Risk Compensation Plan. The First Amendment to the Vectren Corporation At Risk Compensation Plan (as amended and restated May 1, 2011), in its entirety, is attached as Exhibit 99.1.

Item 9.01 Exhibits

(d) Exhibits

The exhibits listed below are filed herewith.

| Exhibit Number | Description                                                                                                |
|----------------|------------------------------------------------------------------------------------------------------------|
| 99.1           | First Amendment to the Vectren Corporation At Risk Compensation Plan (as amended and restated May 1, 2011) |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VECTREN CORPORATION  
VECTREN UTILITY HOLDINGS, INC

February 9, 2015

By: /s/ M. Susan Hardwick  
M. Susan Hardwick  
Senior Vice President and Chief Financial Officer

INDEX TO EXHIBITS

The following Exhibits are filed as part of this Report to the extent described in Item 8.01:

| Exhibit<br>Number | Description                                                                                                |
|-------------------|------------------------------------------------------------------------------------------------------------|
| 99.1              | First Amendment to the Vectren Corporation At Risk Compensation Plan (as amended and restated May 1, 2011) |